

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) (Jointly Administered)
Debtors.)
) Objection Deadline: October 10, 2008

**SUMMARY APPLICATION OF MORRISON & FOERSTER LLP
AS ORDINARY COURSE PROFESSIONAL FOR ALLOWANCE OF FEES AND
EXPENSES IN EXCESS OF OCP MONTHLY FEE CAP FOR APRIL 2007**

Name of Applicant: Morrison & Foerster LLP

Authorized to Provide Professional Services to: W.R. Grace & Co., et al.,
Debtors and Debtors-in Possession

Date of Retention: Retained as an Ordinary Course
Professional, April 13, 2001²

Fee Period for which Compensation and
Reimbursement is Sought: April 2007

Amount of Compensation sought as actual,
reasonable and necessary: \$125,907.50

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$1,357.46

This is a monthly X monthly ___ interim ___ final application.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² On April 13, 2001, Morrison & Foerster LLP ("Morrison & Foerster") was retained by the Debtors as an ordinary course professional ("OCP") in the Chapter 11 Cases to provide legal services regarding our representation of the Debtors in state tax litigation. On May 1, 2001, Morrison & Foerster filed its affidavit of disinterestedness to support its retention as an OCP. See Docket No. 11490. No objections were filed to Morrison & Foerster's retention. Thus, Morrison & Foerster is employed, and continues to be employed, as an OCP in these Chapter 11 Cases.

This is Morrison & Foerster LLP's ("Morrison & Foerster") monthly application for interim compensation of services in excess of the OCP cap for the fee period April 1, 2007 through April 30, 2007. Pursuant to the *Order Pursuant to II U.S. C. Pursuant to II U.S. C. §§1107(a) and 1108 Granting Leave in Authorizing the Debtors to Employ and Compensate Ordinary Course Professionals Utilized in the Course of the Debtors' Business* (Docket No. 197), which was later amended on December 10, 2002 (Docket No. 3126) and July 24, 2006 (Docket No. 12855) (as amended collectively, the "OCPI Orders"), Morrison & Foerster is permitted to file its fee application for excess OCP fees and expenses for previous months and future months in which it incurs excess OCP fees and expenses.

For the April 2007 fee period, Morrison & Foerster has incurred and billed \$180,487.72 in legal fees and expenses. The breakdown for legal fees and expenses for April 2007 is as follows:

Dates of Services Rendered	Fees	Expenses	Total	Expected Standard OCP Payment	Excess OCP Fees and Expenses
4/1/07 - 4/30/07	\$125,907.50	\$51,357.46	\$177,264.96	<\$50,000.00>	\$127,264.96

The Morrison & Foerster attorneys who rendered professional services during the Fee Period in excess of the monthly cap for OCP for April 2007, are:

Name of Professional Person	Position with the Applicant and Year Admitted	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Irwin M. Slomka	Partner, 1980	\$600.00	145.50	\$86,250.00
Paul H. Frankel	Partner, 1961	\$725.00	56.75	\$39,657.50
Totals for Attorneys			202.25	\$125,907.50

Grand Total for Fees: **\$125,907.50**

Total Hours: **202.25**

Blended Rate: **\$622.53**

Expected Normal Course OCP Compensation: **<- 0 ->**

Balance of Compensation Sought in Application: **\$125,907.50**

³ Travel time during which client work was not conducted was billed at half this rate.

Expense Summary

Service Description	Amount
Photocopies	\$404.10
Long Distance Telephone	\$115.75
Fax	\$242.00
Air Freight	\$94.63
On-line Research – LEXIS	\$14.66
Local Massachusetts Attorney Fees – VENDOR: MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, P.C. 4/5/07	\$4,596.98
Expert Fees	\$41,775.00
Travel	\$4,114.34
Grand Total for Expenses	\$51,357.46
Expected Normal Course OCP Compensation:	<\$50,000>
Balance of Expenses Sought in Application	\$1,357.46

WHEREFORE, Morrison & Foerster respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of \$125,907.50 for reasonable and necessary professional services Morrison & Foerster has rendered to the Debtors during the Fee Period (\$100,726.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Morrison & Foerster during the Fee Period (\$1,357.46); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: September __, 2008
Wilmington, Delaware

Respectfully submitted,

MORRISON & FOERSTER LLP

By 

Paul H. Frankel, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8000

ny-806718

MORRISON | FOERSTER

FILE NO. 72497
P.O. BOX 60000
SAN FRANCISCO
CALIFORNIA 94160-2497

TELEPHONE: 415.268.7000
FACSIMILE: 415.268.7522

WWW.MOFO.COM

MORRISON & FOERSTER LLP
NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON, D.C.
DENVER, NORTHERN VIRGINIA,
ORANGE COUNTY, SACRAMENTO,
WALNUT CREEK, CENTURY CITY
TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
SINGAPORE, BRUSSELS

Mr. Tim Cremin
W.R. Grace & Co
5400 Broken Sound Boulevard Nw
Boca Raton, FL 33487-2707

Taxpayer ID #94-0697210

Invoice Number: 4616019

Invoice Date: May 14, 2007

Client/Matter Number: 012642-0000003

Matter Name: NEW YORK TAX

RE: NEW YORK TAX

For Professional Services Rendered and Disbursements Incurred through April 30, 2007

	<u>U.S.Dollars</u>
Current Fees	125,907.50
Current Disbursements	<u>51,357.46</u>
Total This Invoice	<u><u>177,264.96</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 026009593

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446 or (866) 314-5320

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007**Time Detail**

Date	Services	Timekeeper	Hours	Value
02-Apr-2007	Preparation.	Frankel, Paul H.	3.00	2,175.00
02-Apr-2007	Mass.-Conference call with , others to discuss with conference call schedules and other charts; prepare review revised	Slomka, Irwin M.	5.00	3,000.00
03-Apr-2007	Preparation.	Frankel, Paul H.	1.50	1,087.50
03-Apr-2007	Mass.-Conference call facts; conference call with review revised charts and schedules; circulate Tarpon	Slomka, Irwin M.	5.00	3,000.00
04-Apr-2007	Mass.-Trial revise review draft conference call with	Slomka, Irwin M.	9.50	5,700.00
05-Apr-2007	Mass.-Trial review responses review draft	Slomka, Irwin M.	7.50	4,500.00
06-Apr-2007	FIN 48 issues.	Frankel, Paul H.	0.50	362.50
06-Apr-2007	Mass.-Trial identify and assemble further review and revisions	Slomka, Irwin M.	7.00	4,200.00
09-Apr-2007	FIN 48 issues.	Frankel, Paul H.	1.50	1,087.50
09-Apr-2007	Mass.-Conference call with conference call with develop facts regarding follow-up.	Slomka, Irwin M.	8.00	4,800.00
10-Apr-2007	Preparation.	Frankel, Paul H.	1.00	725.00
10-Apr-2007	Mass.-preparation; conference call with review draft conference call with conference call with	Slomka, Irwin M.	8.50	5,100.00
11-Apr-2007	Preparation.	Frankel, Paul H.	2.00	1,450.00
11-Apr-2007	Mass.-Trial review conference call with draft conference call with review prepare	Slomka, Irwin M.	10.00	6,000.00
12-Apr-2007	Preparation.	Frankel, Paul H.	1.00	725.00
12-Apr-2007	Mass.-Trial conference call with prepare letter to review	Slomka, Irwin M.	9.00	5,400.00

MORRISON | FOERSTER012642-0000003
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Date	Services	Timekeeper	Hours	Value
13-Apr-2007	Preparation.	Frankel, Paul H.	2.00	1,450.00
13-Apr-2007	Mass.-Trial conference call with meet with conference call with conference call with	Slomka, Irwin M.	8.50	5,100.00
14-Apr-2007	Mss.-Trial prepare assemble	Slomka, Irwin M.	4.00	2,400.00
15-Apr-2007	Mass.-Trial ; prepare review	Slomka, Irwin M.	4.00	2,400.00
16-Apr-2007	MA case - Trip to (4 hr.) ¹ case preparation (6 hr.)	Frankel, Paul H.	10.00	7,250.00
16-Apr-2007	Mass.-Trial ; revise and finalize : conference call with conference call with assemble travel (3.5 hr.) ¹ prepare	Slomka, Irwin M.	10.00	6,000.00
17-Apr-2007	MA case - Trial	Frankel, Paul H.	11.50	8,337.50
17-Apr-2007	Mass-Trial prepare meetings	Slomka, Irwin M.	15.00	9,000.00
18-Apr-2007	MA case - Preparation for preparation for	Frankel, Paul H.	9.50	6,887.50
18-Apr-2007	Mass-Witness preparation; attend	Slomka, Irwin M.	12.00	7,200.00
19-Apr-2007	MA case - Preparation of trial.	Frankel, Paul H.	5.00	3,625.00
19-Apr-2007	Mass.-Attend trial at travel (3.5 hr.) ²	Slomka, Irwin M.	10.00	4,950.00
20-Apr-2007	MA case - Return (4 hr.) ²	Frankel, Paul H.	6.00	4,350.00
20-Apr-2007	Prepare letter follow-up	Slomka, Irwin M.	6.00	2,900.00
23-Apr-2007	issues.	Frankel, Paul H.	1.50	1,087.50
23-Apr-2007	Revise draft letter on attention to comments from forward draft	Slomka, Irwin M.	6.00	3,600.00
24-Apr-2007	Incorporate additional revisions to forward to	Slomka, Irwin M.	0.50	300.00
27-Apr-2007	issues.	Frankel, Paul H.	.70	507.50
Total Fees				125,907.50

1 Case preparation conducted during travel to Boston.

2 Travel time billed at half the hourly rate.

MORRISON | FOERSTER

012642-0000003
NEW YORK TAX

Invoice Number: 4616019
Invoice Date: May 14, 2007

Timekeeper Summary

No.	Name	Rate ³	Hours	Value
03405	Slomka, Irwin M.	600.00	145.50	86,250.00
07002	Frankel, Paul H.	725.00	56.70	39,657.50
TOTAL			202.20	125,907.50

³ Travel time during which client work was not performed was billed at half this rate.

MORRISON | FOERSTER012642-0000003
NEW YORK TAXInvoice Number: 4616019
Invoice Date: May 14, 2007**Disbursement Detail**

Date	Description	Value
30-Apr-2007	Photocopies	404.10*
30-Apr-2007	Long Distance Telephone	115.75
30-Apr-2007	Fax	242.00**
30-Apr-2007	Air Freight	94.63
30-Apr-2007	On-line Research - LEXIS	14.66
05-Apr-2007	Local Massachusetts Attorney Fees -	4,596.98
06-Apr-2007	Expert Fees	41,775.00
23-Apr-2007	Travel	1,927.27
27-Apr-2007	Travel	1,858.07
27-Apr-2007	Travel	329.00
Total Disbursements		51,357.46
Total This Invoice		USD 177,264.96

* 4,041 photocopies @ 10¢ per page

** 242 faxes @ \$1 per page